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January 12, 1995

SECRETARY OF STATE
DIVISION OF CORPORATIONS
*****20,000 *****20,000

Dear Sir,

Should you require additional information, please contact me at (713) 960-7105. Thank you for your prompt handling of this application.

Sincerely,

John J. Reiner

John J. Reiner
Vice President, Controller, & Secretary
MetLife Capital Financial Corporation

Enclosures

5/19

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 19 PM 12:42

APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. MATURE CAPITAL FINANCIAL CORPORATION
(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE
(State or country under the law of which it is incorporated)

3. 9/1/93 4. PERPETUAL
(Date of Incorporation) (Duration)

5. 76-0411394
(Federal Employer Identification number, if applicable)

6. UPON QUALIFICATION
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 3050 POST OAK BOULEVARD, STE. 500 HOUSTON, TX 77056
(Current mailing address)

8. COMMERCIAL FINANCE
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: SEE ATTACHED LIST.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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A. UNIVERSAL

President: SEE ATTACHED LIST

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: _____

C T CORPORATION SYSTEM

Office Address: _____

c/o C T Corporation System, 1200 South Pine Island Road

Plantation

, Florida

33324

Zip Code

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: _____

John P. Stout
C T CORPORATION SYSTEM
(Officer)

John T. Stout, Asst. Secretary

(Type Name and Title of Officer)

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TALLAHASSEE

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. Wm Waterfield

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. William M. Waterfield, President

(Name and capacity of person signing application)

**METLIFE CAPITAL FINANCIAL CORPORATION
OFFICERS AND DIRECTORS**

OFFICERS:

William M. Waterfield
President / Treasurer
Vice President - Taxes
10900 NE 4th Street, Ste. 500
Bellevue, WA 98004

Lloyd R. Worthen
Vice President - Real Estate
10900 NE 4th Street, Ste. 500
Bellevue, WA 98004

John J. Reiner
Vice President / Controller, Secretary
3050 Post Oak Blvd., Ste. 500
Houston, TX 77056

Mark C. DeRitis
Vice President - Special Investments
10900 NE 4th Street, Ste. 500
Bellevue, WA 98004

DIRECTORS:

John C. Morrison, Jr.
Director, Chairman of the Board
One Madison Avenue
New York, NY 10010

Mike Taft
Director
10900 NE 4th Street, Ste. 500
Bellevue, WA 98004

John R. Cornwall
Director
10900 NE 4th Street, Ste. 500
Bellevue, WA 98004

Paul J. Graf
Director
10900 NE 4th Street, Ste. 500
Bellevue, WA 98004

Timothy L. Johnson
Director
10900 NE 4th Street, Ste. 500
Bellevue, WA 98004

Michael D. Cullen
Director
10900 NE 4th Street, Ste. 500
Bellevue, WA 98004

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "METLIFE CAPITAL FINANCIAL CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1994.

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DIVISION OF STATE RECORDS
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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION

DATE

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